

EXHIBIT A

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

1. An article suitable for trade as a unit, comprising:

one or more equity shares in a company which is capable of paying dividends; and

debt of the company which is interest bearing at a particular rate until a particular maturity date, said equity shares and said debt being represented by the unit in a prescribed way according to a predetermined ratio;

wherein the unit provides direct ownership of said equity shares and said debt.

2. The article of claim 1, wherein an identifying reference is associated with the unit.

3. The article of claim 2, wherein the identifying reference has a unique number associated therewith to facilitate clearing and settlement of purchases and sales of the unit.

4. The article of claim 1, wherein the debt comprises at least one instrument selected from the group consisting of: a note, a bond, a promissory note, an interest bearing obligation, and a debenture; and

wherein the equity shares comprises at least one instrument selected from the group consisting of: common stock, preferred stock, and an ownership interest in the company.

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

5. The article of claim 1, wherein the unit represents the equity shares and the debt free of any trust certificate(s).

6. The article of claim 1, wherein the debt is a subordinated debt.

7. An article suitable for trade as a unit in a subsequent offering, comprising:

one or more equity shares in a company which is capable of paying dividends;

a first debt of the company which is interest bearing at a particular rate until a particular maturity date;

a second debt of the company which is interest bearing at the particular rate until the particular maturity date; and

said first and second debts and the equity shares being represented by the unit in a prescribed way according to a predetermined ratio;

wherein the unit provides direct ownership of said first and second debts and the equity shares.

8. The article of claim 7, wherein one of the first debt and the second debt is included in the unit at one of a par value, an original issue discount, and an original issue premium.

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

9. The article of claim 7, wherein the subsequent offering is for a quantity of units and wherein the second debt has an aggregate principal value within the unit which is in proportion to the quantity of units in the subsequent offering.

10. The article of claim 7, wherein the first debt and the second debt are represented by a joint identifying reference associated with a sub-unit.

11. The article of claim 10, wherein the equity shares and the sub-unit are represented by a second joint identifying reference associated with the unit.

12. The article of claim 11, wherein the second joint identifying reference comprises a unique number associated therewith to facilitate clearing and settlement of purchases and sales of the unit.

13. The article of claim 7, wherein the first and the second debts and the sub-unit each have a respective CUSIP number and wherein the unit has a CUSIP number that is different than said respective CUSIP numbers.

14. The article of claim 7, wherein the first and second debts each comprise at least one instrument selected from the group consisting of: a note, a bond, a promissory note, an interest bearing obligation, and a debenture; and

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

wherein the equity shares comprises at least one instrument selected from the group consisting of: common stock, preferred stock, and an ownership interest in the company.

15. The article of claim 7, wherein the unit provides direct ownership of said equity shares and said debt free of any trust certificate(s).

16. The article of claim 7, wherein at least one of the first debt and the second debt comprises a subordinated debt.

17. An article suitable for trade as a unit, comprising:
a quantity of equity shares in a company which is capable of paying dividends;
an amount of debt of the company which is interest bearing at a particular rate until a particular maturity date; and
a software reference associating the quantity of equity shares and the amount of debt to a single, unique number suitable for facilitating the clearing and settlement of any purchases and sales of the unit.

18. The article of claim 17, wherein the unit provides direct ownership of said equity shares and said debt free of any trust certificate(s).

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

19. A method of establishing an article suitable for trade as a unit in an offering by a company, comprising the steps of:

defining a capital structure for the unit which includes equity shares in the company and debt of the company in a predetermined ratio;

submitting a request to register the equity shares and the debt for the offering by the company;

requesting the association of the registered equity shares and the debt together in a prescribed way according to the predetermined ratio;

depositing the registered debt and equity shares together under a single, unique number suitable for facilitating the clearing and settlement of any purchases and sales of the unit; and

offering the unit for purchase and sale.

20. The method of claim 19, wherein the offering step comprises a public offering.

21. The method of claim 19, wherein the equity shares are capable of paying dividends, and wherein the debt is interest bearing at a particular rate until a particular maturity date.

22. The method of claim 19, wherein the offering is made free of any trust certificate(s).

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

23. A method of establishing an article suitable for trade as a unit in a subsequent offering by a company, where a prior offering established a first unit representing equity shares and debt in a predetermined ratio, comprising the steps of:

defining a capital structure for a second unit which includes additional equity shares in the company and additional debt of the company according to the predetermined ratio;

submitting a request to register the additional equity shares and the additional debt for the subsequent offering by the company;

recalling the first unit, the first unit comprising equity shares in the company and debt of the company in the predetermined ratio as its constituent components;

requesting the disassociation of the constituent components represented by the first unit;

requesting the association of the constituent components together with the registered additional equity shares and the additional debt in a prescribed way according to the predetermined ratio;

depositing the constituent components together with the registered additional equity shares and the additional debt under a single, unique second number suitable for facilitating the clearing and settlement of any purchases and sales of a second unit; and

offering the second unit for purchase and sale.

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

24. The method of claim 23, wherein one of the first debt and the second debt is included in the unit at one of a par value, an original issue discount, and an original issue premium value.

25. The method of claim 23, wherein the offering step comprises a public offering.

26. The method of claim 23, wherein the first number and the second number are the same unique number.

27. The method of claim 23, wherein the subsequent offering is made free of any trust certificate(s).

28. A method of marketing constituent components of an article that is traded as a unit, comprising the steps of:

obtaining dominion over the unit from a holder of the unit, wherein a unique identifying reference number is associated with the unit which jointly represents equity and debt of the company as its constituent components;

separating the unit into the constituent components of equity and debt; and

effecting the transfer of ownership of at least one of the equity and debt.

29. The method of claim 28, wherein the debt is a subordinated debt.

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

30. An article suitable for trade as a unit, useful in a subsequent offering by a company, comprising:

a quantity of equity shares in the company which is capable of paying dividends;

a first amount of debt of the company which is interest bearing at a particular rate until a particular maturity date;

a second amount of debt of the company which is interest bearing at the particular rate until the particular maturity date;

said first and second debts and the equity shares being represented by the unit in a prescribed way according to a predetermined ratio; and

a software reference associating the quantity of equity shares and the amounts of first and second debt to a single, unique number suitable for facilitating the clearing and settlement of any purchases and sales of the unit;

31. The article of claim 30, wherein the unit provides direct ownership of said equity shares and said first and second debts free of any trust certificate(s).

32. An article suitable for trade as a unit, comprising:

at least one computer database record representing one or more equity shares in a company which is capable of paying dividends, and debt of the company which is interest bearing at a particular rate until a particular maturity date; said equity shares and debt being represented in a prescribed way according to a predetermined ratio, the database record including an entry identifying a registered holder of the unit.

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

33. The article of claim 32, wherein the database record contains an identifying reference that is associated with the unit.

34. The article of claim 33, wherein the identifying reference comprises a unique number to facilitate clearing and settlement of purchases and sales of the unit.

35. The article of claim 32, wherein the debt comprises at least one instrument selected from the group consisting of: a note, a bond, a promissory note, an interest bearing obligation, and a debenture; and

wherein the equity shares comprises at least one instrument selected from the group consisting of: common stock, preferred stock, and an ownership interest in the company.

36. The article of claim 32, wherein the unit represents the equity shares and the debt free of any trust certificate(s).

37. The article of claim 32, wherein the debt is a subordinated debt.

38. An article suitable for trade as a unit in a subsequent offering, comprising:
at least one computer database record representing a first debt of the company which is interest bearing at a particular rate until a particular maturity date, a second debt of the company which is interest bearing at the particular rate until the

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

particular maturity date, and one or more equity shares in a company which is capable of paying dividends; the equity shares, the first debt, and the second debt being represented in a prescribed way according to a predetermined ratio, the database record including an entry identifying a registered holder of the unit.

39. The article of claim 38, wherein one of the first debt and the second debt is included in the unit at one of a par value, an original issue discount, and an original issue premium.

40. The article of claim 38, wherein the subsequent offering is for a quantity of units and wherein the second debt has an aggregate principal value within the unit which is in proportion to the quantity of units in the subsequent offering.

41. The article of claim 38, wherein the first debt and the second debt are represented by a joint identifying reference associated with a sub-unit.

42. The article of claim 41, wherein the database record contains a second joint identifying reference associated with the unit, the second joint identifying reference representing the equity shares and the sub-unit.

43. The article of claim 42, wherein the second joint identifying reference has a unique number associated therewith to facilitate clearing and settlement of purchases and sales of the unit.

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

44. The article of claim 41, wherein the first and the second debts and the sub-unit each have a respective CUSIP number and wherein the unit has a CUSIP number that is different than the respective CUSIP numbers.

45. The article of claim 38, wherein the first and second debts each comprise at least one instrument selected from the group consisting of: a note, a bond, a promissory note, an interest bearing obligation, and a debenture; and

wherein the equity shares comprises at least one instrument selected from the group consisting of: common stock, preferred stock, and an ownership interest in the company.

46. The article of claim 38, wherein the unit provides direct ownership of the equity shares and the debt free of any trust certificate(s).

47. The article of claim 38, wherein at least one of the first debt and the second debt comprises a subordinated debt.

48. An article suitable for trade as a unit, comprising:

at least one computer database record containing a software reference associating a single, unique number suitable for facilitating the clearing and settlement of any purchases and sales of the unit with (a) a quantity of equity shares in a company which is capable of paying dividends, and (b) an amount of debt of the company which is

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

interest bearing at a particular rate until a particular maturity date to, the database including an entry identifying a registered holder of the unit.

49. The article of claim 48, wherein the unit provides direct ownership of the equity shares and the debt free of any trust certificate(s).

50. A method of offering for trade a unit representing an ownership interest in the capital structure of a company, the method comprising the steps of:

defining the capital structure for the unit so as to include equity shares in the company and debt of the company in a predetermined ratio;

submitting a request to separately register the equity shares, the debt and the unit for the offering by the company to the public;

requesting the association of the registered equity shares and the debt together in a prescribed way according to the predetermined ratio to form the unit under a single, unique number, which unique number is suitable for facilitating the clearing and settlement of any purchases and sales of the unit; and

offering the unit for purchase and sale.

51. The method of claim 50, wherein the offering step comprises a public offering.

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

52. The method of claim 50, wherein the equity shares are capable of paying dividends, and wherein the debt is interest bearing at a particular rate until a particular maturity date.

53. The method of claim 50, wherein the offering is made free of any trust certificate(s).

54. A method, operable on a computer-based system, of establishing an article suitable for trade as a unit in a subsequent offering by a company, where a prior offering established a first unit representing equity shares and debt in a predetermined ratio with a single, unique first number, which unique first number is suitable for facilitating the clearing and settlement of any purchases and sales of the first unit, the method comprising the steps of:

defining a capital structure for a second unit which includes additional equity shares in the company and additional debt of the company according to the predetermined ratio;

submitting a request to register the additional equity shares and the additional debt for the subsequent offering by the company;

recalling the first unit, the first unit comprising equity shares in the company and debt of the company in the predetermined ratio as its constituent components;

requesting the disassociation of the constituent components represented by the first unit;

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

requesting the association of the constituent components together with the registered additional equity shares and the additional debt in a prescribed way according to the predetermined ratio with a single, unique second number, which unique second number is suitable for facilitating the clearing and settlement of any purchases and sales of the second unit using said computer-based system; and

offering the second unit for purchase and sale.

55. The method of claim 54, wherein one of the first debt and the second debt is included in the unit at one of a par value, an original issue discount, and an original issue premium value.

56. The method of claim 54, wherein the offering step comprises a public offering.

57. The method of claim 54, wherein the first number and the second number are the same unique number.

58. The method of claim 54, wherein the subsequent offering is made free of any trust certificate(s).

59. A method, operable on a computer-based network, of marketing constituent components of an article that is traded as a unit, wherein the computer-based network

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

includes a plurality of network-connected computers and a database, the method comprising the steps of:

obtaining dominion over the unit from a holder of the unit, wherein a unique identifying reference number is associated with the unit in the database which jointly represents equity and debt of the company as its constituent components;

separating the unit into the constituent components of equity and debt; and

effecting the transfer of ownership of at least one of the equity and debt using at least one of said computers.

60. The method of claim 59, wherein the debt is a subordinated debt.

61. An article suitable for trade as a unit, useful in a subsequent offering by a company, comprising:

at least one database record containing a software reference associating a quantity of equity shares in the company which is capable of paying dividends, a first amount of debt of the company which is interest bearing at a particular rate until a particular maturity date, and a second amount of debt of the company which is interest bearing at the particular rate until the particular maturity date; the database record representing the associated equity shares and the first and the second debts in a predetermined ratio with a single, unique number suitable for facilitating the clearing and settlement of any purchases and sales of the unit; and wherein the database record includes an entry identifying a registered holder of the unit.

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Serial No. 10/709,329

Inventor: Earl ROTMAN et al.

Docket: 20107/1200838-US1

62. The article of claim 61, wherein the unit provides direct ownership of the equity shares and the first and second debts free of any trust certificate(s).

63. A method of offering for trade a unit representing an ownership interest in the capital structure of a company, comprising the steps of:

creating new debt and equity in the company;

representing the debt and equity together in a prescribed way according to a predetermined ratio to form a tradeable unit; and

offering the tradeable unit for purchase and sale.

64. The method of claim 63, further including the step of registering the debt and equity with a regulatory agency.

65. The method of claim 64, further including the step of registering the unit with the regulatory agency.

66. The method of claim 63, further including the step of associating the unit with a single, unique number prior to the step of offering the unit, said number being suitable for facilitating the clearing and settlement of any purchases and sales of the unit.

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

67. The method of claim 63, wherein the debt is interest bearing at a particular rate until a particular maturity date.

68. The method of claim 63, wherein the equity is designed to pay dividends.

69. The method of claim 63, further including the step of depositing the debt and equity together with a clearinghouse.

70. The method of claim 63, wherein the offering is made free of any trust certificates.

71. The method of claim 63, wherein the offering step comprises a public offering.

72. The method of claim 63, wherein the debt is a subordinated debt.

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Serial No. 10/709,329
Inventor: Earl ROTMAN et al.
Docket: 20107/1200838-US1

73. The article of claim 1, wherein the unit is a certificate representing the direct ownership.

74. The article of claim 1, wherein the unit is an electronic book-entry stored in a database record.

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